

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹
Debtors.

Chapter 11

Case No. 24-12480 (LSS)
(Jointly Administered)

Related to Docket No. 1045

**CERTIFICATION OF COUNSEL REGARDING
CENTERPOINT 550, LLC'S MOTION FOR RELIEF FROM THE AUTOMATIC STAY
TO SETOFF SECURITY DEPOSIT AGAINST LEASE REJECTION DAMAGES**

The undersigned counsel hereby certifies that:

1. On February 28, 2025, Centerpoint 550, LLC filed *Centerpoint 550, LLC's Motion for Relief from the Automatic Stay to Setoff Security Deposit Against Lease Rejection Damages* [D.I. 1045] (the "Motion").

¹The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

2. Pursuant to the *Notice of Motion* filed with the Motion, objections to the Motion were to be filed and served no later than March 11, 2025, at 4:00 p.m. (ET) (the “Objection Deadline”). The Objection Deadline was extended to March 24, 2025 for the above-captioned debtors (the “Debtors”).

3. As of the date hereof, no answer, objection or other responsive pleading to the Motion appears on the docket and the undersigned counsel has received no answer, objection or other responsive pleading to the Motion.

4. Based on discussions with Debtors’ counsel, undersigned counsel agreed to delay the filing of this certification of counsel until May 15, 2025.

5. Undersigned counsel made the following non-substantive changes to the proposed order filed with the Motion (the “Revised Proposed Order”): (i) footnote 2 was added to state, “Capitalized terms used herein and not defined herein shall have the meaning given such terms in the Motion” and (ii) the address of the Debtors in footnote 1 was updated. The changes were reviewed and approved by counsel for the Debtors.

6. The Revised Proposed Order is attached hereto as Exhibit A. For the convenience of the Court, a black-line comparing the Revised Proposed Order to the proposed order filed with the Motion is attached hereto as Exhibit B.

WHEREFORE, Centerpoint 550, LLC respectfully requests that the Revised Proposed Order attached hereto as Exhibit A be entered at the earliest convenience of the Court.

Dated: May 15, 2025
Wilmington, Delaware

PASHMAN STEIN WALDER HAYDEN, P.C.

/s/ Richard W. Riley _____
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